

# **EXHIBIT 138**

## **Excerpts from the Deposition of Shannon Knapp**

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

Cung Le, Nathan Quarry, Jon )  
Fitch, on behalf of )  
themselves and all others )  
similarly situated, )  
 )  
Plaintiffs,) )  
 )  
v. ) Lead Case No.  
 ) 2:15-cv-01045-RFB-(PAL)  
Zuffa, LLC, d/b/a Ultimate )  
Fighting Championship and )  
UFC, )  
 )  
Defendant. )  
 )

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CONFIDENTIAL

VIDEOTAPED DEPOSITION OF SHANNON KNAPP

KANSAS CITY, MISSOURI

April 11, 2017

9:13 a.m.

Reported By:  
Kay Merley, RMR, CRR  
Job No. 49614

SHANNON KNAPP - CONFIDENTIAL

<p style="text-align: right;">218</p> <p>1 comes to all female, you know, I think there 2 was a promotion years -- you know, maybe five, 3 six years ago that threw a few fights here and 4 there, but nothing that's been steady, like 5 what we do at Invicta.</p> <p><b>Q. And how long have men's MMA promotions been in existence?</b></p> <p>8 A. Oh, a long time, long time. I mean, early 9 '90s, maybe sooner. I wasn't involved back 10 then, so...</p> <p><b>Q. Would you say that women's MMA promoters or the business of promoting MMA fights for women is more of a nascent industry right now?</b></p> <p>14 A. Possibly, yeah.</p> <p><b>Q. At one point I think you were talking about the success of a recent Invicta event, and I think you talked about how it had gone up against March Madness.</b></p> <p>19 A. Yeah, pretty cool.</p> <p><b>Q. When you're competing for eyeballs for an audience, do you compete with Sports Center too?</b></p> <p>23 A. I think you're competing with everybody when you're trying to get the eyeballs, you know, I mean, everything, even reality series. You</p>	<p style="text-align: right;">220</p> <p>1 male and female, you know, my mother's -- 2 women love it that are my mom's age, so, yeah, 3 I think it's all over the board.</p> <p><b>Q. When you're competing for fighters to bring in fighters, which promoters do you compete with to -- when you're trying to sign a fighter?</b></p> <p>7 A. Everybody a little bit to a degree, you know. 8 Some are more aggressive. You know, I have 9 more competition with certain ones. You know, 10 can maneuver and do things that are not so 11 nice, but, yeah, you compete a little bit 12 about everybody. Even a little bit with the 13 UFC, even though we're on Fight Pass, there's 14 still going to be an athlete that they see, I 15 see, and we're both going to try to sign the 16 athlete.</p> <p><b>Q. So if you know that UFC is trying to sign an athlete, that doesn't stop you from trying to sign the athlete?</b></p> <p>20 A. Heck, no. I don't put UFC out in my contracts. I'm not a feeder. I -- you know, I really want to make this clear. I run my promotions differently than all the other promotions out there. You know, I can't ask my athletes to fight hard for me if I'm not</p>
<p style="text-align: right;">219</p> <p>1 know, you're trying to get -- but to me, 2 you're kind of competing with everybody that's 3 got something going on that night.</p> <p><b>Q. Is there a specific demographic that you're targeting?</b></p> <p>6 A. Not really. I mean, you've got your typical 7 18 to 35, but you kind of target everybody. 8 We're all over the board.</p> <p><b>Q. When you were working at Strikeforce, was there a demographic that you were targeting?</b></p> <p>11 A. 18-to-35-year-old male.</p> <p><b>Q. Would that be a difference between your promotion and other promotions that tended to have a focus on men's --</b></p> <p>15 A. Yeah.</p> <p><b>Q. -- men's MMA promotions?</b></p> <p>17 A. Yeah.</p> <p>18 MR. RAYHILL: Objection, calls for speculation.</p> <p>20 A. You know, I think that it's pretty standard across the board on the male side of the sport. I think for us, at Invicta, you know, I can look at our audience, and I can see that, you know, 18 to 35, the young kids, the mature -- what I consider mature audience with</p>	<p style="text-align: right;">221</p> <p>1 willing to fight hard for them and give them 2 the opportunities they're looking for. And I 3 assure you, every one of them wants to be in 4 the UFC. You know, it's not like anybody's 5 poaching or anybody's trying to take. This is 6 the dream, you know.</p> <p><b>Q. When you say that everybody wants to be in the UFC, is that because UFC has restricted the ability of other promoters to compete, or is it because of something unique to the UFC?</b></p> <p>11 A. I think it's the Broadway, it's the Q-Tip, 12 it's the Kleenex, it's the big stage that we 13 all look at, you know. This day and age, I 14 mean, there's a lot of options out there these 15 days, a lot of options, a lot more than there 16 were years and years ago, but there are 17 definitely options, and, you know, I don't 18 know why each one wants to, but it's something 19 that's important to them, you know.</p> <p><b>Q. So my question was is in any way UFC's ability to be attractive to professional MMA fighters a function of UFC doing things to hurt other --</b></p> <p>24 A. No.</p> <p><b>Q. -- fighters?</b></p>

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1                   MR. RAYHILL: Objection, calls for 2                   speculation. 3   A. I mean, no, I don't see that. I mean, I don't 4                   see that. <b>5   Q. (By Mr. Widnell) Has UFC ever done anything to 6                   harm Invicta's ability to compete?</b> 7   A. No. Actually, they've been really good, you 8                   know, in the business relationship, been 9                   really good. Never stopped me, you know -- 10                 yeah, I have nothing to complain. If I did, I 11                 would tell you. <b>12   Q. Did UFC ever do anything to harm Strikeforce 13                  while you were working at Strikeforce to your 14                  knowledge?</b> 15   A. Not that I saw. I mean, you always get that 16                  rumor stuff, but never anything that, you 17                  know, like a direct shot. <b>18   Q. Okay. Did UFC ever do anything to your 19                  knowledge to harm Affliction while you were 20                  working at Affliction?</b> 21   A. Not that, you know, not that I'm -- both 22                  companies bickered, but, like I told you 23                  before, Todd would get drunk and do things. 24                  It wasn't like, you know, I mean... <b>25   Q. And did UFC to your knowledge do anything to</b>	222  <b>1                   go to Bellator on occasion. Would that be -- 2                   would they go and fight for Bellator while 3                   they were still under a contract with you?</b> 4   A. Uh-huh, I have a couple that are going to 5                  fight over there every once in a while. <b>6   Q. So are those -- are those fighters who are 7                  fighting for Bellator currently under contract 8                  with you?</b> 9   A. Yeah, and what they are is, once again, it's 10                 that regional thing where Bellator will go 11                 into market, maybe one of my athletes are 12                 there, so they'll compete on the card and sell 13                 tickets or something. <b>14   Q. Do you regard that as co-promotion?</b> 15   A. No, no. <b>16   Q. Would you describe yourself as someone who's 17                 knowledgeable of the MMA industry?</b> 18   A. Yeah. <b>19   Q. Is the term "elite professional MMA fighter" 20                 widely understood within the MMA industry?</b> 21   MR. RAYHILL: Objection. Calls for 22                 speculation. 23   A. Repeat that just so I make sure I have a real 24                 grasp of what you're saying. <b>25   Q. (By Mr. Widnell) Sure. Is the term "elite</b>	224  <b>1                   harm IFC while you worked at IFC?</b> 2   A. No, not that -- 3                  MR. RAYHILL: Objection, IFL. 4                  THE WITNESS: It's IFL. 5                  MR. WIDNELL: I'm sorry, IFL. 6                  THE WITNESS: That's okay. <b>7   Q. (By Mr. Widnell) I think you also -- you spoke 8                  about using Jewel fighters. When you have a 9                  fighter from Jewel that you use in an event, 10                 does that fighter, then, typically go back to 11                 fight for Jewel, or do you try to hire that 12                 fighter?</b> 13   A. No, I have a contract with them as well, but I 14                 also -- they fight, you know, if the 15                 opportunity comes there. <b>16   Q. When a fighter for Jewel fights for you at an 17                 event, do you regard that as co-promoting?</b> 18   A. Actually, no. I mean, once again, my 19                 definition of co-promoting is more of the 20                 billing. You know, that's what I think of is 21                 you co-promote it like that, and I don't give 22                 any kind of billing. Technically we are. You 23                 know, if they have a contract there too, we're 24                 co-promoting, but not... <b>25   Q. And you also spoke about your fighters would</b>	223  <b>1                   professional MMA fighter" widely understood 2                   within the MMA industry?</b> 3   A. I would think so. <b>4   Q. Do you know what that term means?</b> 5   A. I know what I perceive it to mean. I mean, to 6                 me an elite professional is one of our 7                 top-tier MMA athletes. <b>8   Q. Do you think that other people would share 9                 your perspective of what that term means?</b> 10   MR. RAYHILL: Speculation, objection. 11   A. I mean, the educated, you know, part of the 12                 sport, you know, would definitely say that. I 13                 mean, a typical fan, I don't know if they'd 14                 know the difference if you're an MMA fighter 15                 or if you're an elite. <b>16   Q. (By Mr. Widnell) So using that term, would you 17                 say that all UFC fighters are elite 18                 professional MMA fighters?</b> 19   MR. RAYHILL: Objection, calls for 20                 speculation. 21   A. I would think that most people that compete 22                 there, you know, are at a higher level. But 23                 in my opinion, you know, it's going to be the 24                 A level that I consider to be the elite MMA. <b>25   Q. (By Mr. Widnell) So if I heard you correctly,</b>	225  <b>1                   </b>
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	226		228
1	<b>it sounds like from your opinion, not all</b>	1	You have to be competitively matched and -- in
2	<b>fighters --</b>	2	eight fights, could you do it? Sure, if
3	A. No, like I say, it may be that way, but, yeah,	3	you're fighting high-quality fights, but I
4	I don't think all of them are. But that's my	4	think it's hard to put kind of a gauge on
5	opinion based on, you know, if you got a new	5	that.
6	guy coming in, is he elite yet? No, I think	6	MR. WIDNELL: I think we're done. Do
7	he needs to prove himself a little more. So	7	you have anything more?
8	just my opinion.	8	MR. RAYHILL: Take a five-minute
9	<b>Q. All right. Would you say that some of your</b>	9	break.
10	<b>fighters in Invicta are elite MMA professional</b>	10	MR. WIDNELL: Sure.
11	<b>fighters?</b>	11	THE VIDEOGRAPHER: Stand by, please.
12	A. Yes.	12	Going off record 3:57 p.m.
13	<b>Q. Would you say that some Bellator fighters are</b>	13	(A recess was taken.)
14	<b>elite professional MMA fighters?</b>	14	THE VIDEOGRAPHER: Resuming record at
15	A. Yeah, I mean, yeah, we all have that A level,	15	3:58 p.m.
16	that top tier. Every promotion has it,	16	MR. RAYHILL: Plaintiffs have no
17	whatever that is in that promotion, but yeah.	17	further questions.
18	<b>Q. So would you say regional promoters have elite</b>	18	MR. WIDNELL: Defendants have no
19	<b>professional MMA fighters?</b>	19	further questions.
20	A. Well, some, you know. I think that -- I think	20	MR. DURBIN: The witness will read
21	each is going to classify on their own	21	and sign, and we will exercise our right to a
22	promotion that it's elite for them, but, yeah,	22	21-day review to mark it confidential or
23	I mean, Bellator and the UFC have -- have the	23	highly confidential for attorneys' eyes only
24	highest profile of athletes.	24	in different parts of the transcript. Once we
25	<b>Q. How about WSOF, would you say they have elite</b>	25	have that transcript, we'll start that clock.
	227		229
1	<b>professional MMA fighters?</b>	1	THE VIDEOGRAPHER: Stand by, please.
2	A. They've got a couple in there, yeah.	2	End time 3:58 p.m.
3	<b>Q. How about ONE, would you say they have</b>	3	
4	<b>elite --</b>	4	(Time Noted: 3:58 p.m.)
5	A. Oh, I forgot about them. Oh, yeah, I forgot	5	
6	about that promotion. Yeah, I'd definitely	6	
7	say they do. They're doing extremely well.	7	
8	<b>Q. How about a promotion like ACD, would you say</b>	8	
9	<b>that they have elite professional MMA</b>	9	
10	<b>fighters?</b>	10	
11	A. I've never even heard from them, but, okay,	11	
12	yeah, don't think so. I mean, maybe, what	12	
13	they deem, you know.	13	
14	<b>Q. If they were -- if they were winning fighters</b>	14	
15	<b>from the UFC, would that make you think that</b>	15	
16	<b>they might --</b>	16	
17	A. If they were what?	17	
18	<b>Q. If they were able to win fighters that the UFC</b>	18	
19	<b>was also bidding for, would that make you</b>	19	
20	<b>think --</b>	20	
21	A. Possibly, yeah. I mean...	21	
22	<b>Q. How quickly can you become an elite</b>	22	
23	<b>professional MMA fighter?</b>	23	
24	A. How quickly? Strange -- I mean, you have to	24	
25	be able to fight top-tier talent, you know.	25	

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1	STATE OF _____ )	1	INSTRUCTIONS TO WITNESS
2	) :ss	2	
3	COUNTY OF _____ )	3	Please read your deposition over carefully
4		4	and make any necessary corrections. You should state
5		5	the reason in the appropriate space on the errata
6		6	sheet for any corrections that are made.
7	I, SHANNON KNAPP, the witness	7	After doing so, please sign the errata sheet
8	herein, having read the foregoing	8	and date it.
9	testimony of the pages of this deposition,	9	You are signing same subject to the changes
10	do hereby certify it to be a true and	10	you have noted on the errata sheet, which will be
11	correct transcript, subject to the	11	attached to your deposition.
12	corrections, if any, shown on the attached	12	It is imperative that you return the original
13	page.	13	errata sheet to the deposing attorney within thirty
14		14	(30) days of receipt of the deposition transcript by
15		15	you. If you fail to do so, the deposition transcript
16	SHANNON KNAPP	16	may be deemed to be accurate and may be used in court.
17		17	
18		18	
19		19	
20	Sworn and subscribed to before	20	
21	me, this day of	21	
22	, 2017.	22	
23		23	
24	Notary Public	24	
25		25	
	231		233
1	C E R T I F I C A T E	1	E R R A T A
2		2	
3	I, Kay L. Merley, a Certified Court	3	
4	Reporter of the State of Missouri, do hereby	4	
5	certify:	5	I wish to make the following changes,
6	That prior to being examined, the witness	6	for the following reasons:
7	was first duly sworn;	7	
8	That said deposition was taken down by me	8	PAGE LINE
9	in shorthand at the time and place hereinbefore	9	_____ CHANGE: _____
10	stated and was thereafter reduced to typewriting	10	REASON: _____
11	under my direction;	11	_____ CHANGE: _____
12	That the foregoing transcript is a true	12	REASON: _____
13	record of the testimony given by said witness;	13	_____ CHANGE: _____
14	That I am not a relative or employee or	14	REASON: _____
15	attorney or counsel of any of the parties or a	15	_____ CHANGE: _____
16	relative or employee of such attorney or counsel	16	REASON: _____
17	or financially interested in the action.	17	_____ CHANGE: _____
18	Witness my hand and seal this 25th day of	18	REASON: _____
19	April, 2017.	19	_____ CHANGE: _____
20		20	REASON: _____
21		21	
22		22	
23	Kay L. Merley	23	WITNESS' SIGNATURE
24	Missouri Supreme Court	24	DATE
25	Certified Court Reporter, #822	25	